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December 21, 2023

VIA ELECTRONIC COURT FILING

Honorable Michael B. Kaplan
Chief United States Bankruptcy Judge
U.S. Bankruptcy Court for the District of New Jersey
402 East State Street
Trenton, NJ 08608

Re: *In re Rite Aid Corporation, et al.*, Case No. 23-18993 (MBK) (Bankr. D. N.J.)

Dear Judge Kaplan:

We write on behalf of Bank of America, N.A. (“BofA”), the agent for the DIP Lenders. BofA respectfully requests that the Court enter the Final DIP Order and Final Cash Management Order in the form submitted today by the Debtors. This relief is appropriate for at least two reasons.

First, the form of Orders submitted by the Debtors reflect a painstakingly negotiated compromise between the Debtors, The Official Committee of Tort Claimants, The Official Committee of Unsecured Creditors, the DIP Lenders, and certain noteholders. Over several weeks, these constituencies hammered out the language of these Orders -- literally word by word. This settlement has now set the stage for a mediation that, if successful, presents the prospect of a global resolution of this case. However, the additional revisions to these Orders requested now by the Department of Justice could derail the parties’ settlement and bring everyone back to the bargaining table, thereby injecting further uncertainty, conflict, and delay into this case.

Second, the form of Orders submitted by the Debtors are consistent with the Court’s ruling on December 19, 2023. For this reason alone, they should be approved. The additional revisions requested by the Department of Justice go beyond the Court’s rulings and seek to re-litigate issues

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Honorable Michael B. Kaplan
December 21, 2023
Page 2

addressed and resolved by the Court earlier this week. By way of example, the Department of Justice's additional requested revisions seek a second bite of the apple concerning the treatment of ordinary course intercompany transfers, which was the subject of extensive discussion at Tuesday's hearing prior to the Court's ruling and represents a critical piece of the parties' settlement.

For these reasons, BofA respectfully requests that the Court enter the form of Orders submitted by the Debtors.¹

Date: December 21, 2023

Respectfully submitted,

/s/ Alan J. Brody

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¹ In addition, BofA and the DIP Lenders wish to express their appreciation for the time and attention the Court and its staff have dedicated to this matter, especially time working on this case after regular hours during this Holiday season.